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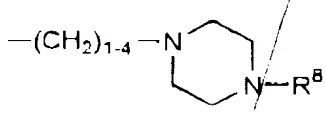
R^1 is OH, $O(CH_2)_{1-2}OH$, OCH_2CO_2H, CO_2H, [$O\text{-}Z\text{-}C(O)NHCHR^{18}(CH_2)_{0-5}R^{17}$] **$O\text{-}Z\text{-}C(O)NH(CH_2)_{1-6}R^{17}$** or [$OCH_2\text{-}4\text{-}Phe\text{-}C(O)NHCHR_{18}(CH_2)_{0-5}R^{17}$] **$OCH_2\text{-}4\text{-}Phe\text{-}C(O)NH(CH_2)_{1-6}R^{17}$**;

R^2 is H or lower alkyl;

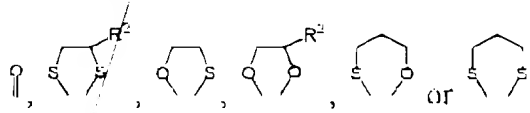
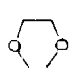
R^3 is H, alkyl, aryl, or arylalkyl;

R^4 and R^5 are each independently H, lower alkyl, or substituted lower alkyl where the substituents are 1-3 alkoxy, aryl, substituted aryl, carboalkoxy, carboxamido.

di-loweralkylamido [, or ] ; or

R^4 and R^5 taken together are $-(CH_2)_n-$, $-(CH_2)_2\text{-}O\text{-}(CH_2)_2-$, $-CH_2\text{-}O\text{-}(CH_2)_3-$, $-(CH_2)_2\text{-}NR^8\text{-}(CH_2)_2-$, $-CH_2\text{-}NR^8\text{-}(CH_2)_m-$, [$-(CH_2)_2XH(NHR^8)(CH_2)_2-$] **$-(CH_2)_2CH(NHR^8)(CH_2)_2-$**, $-(CH_2)_2\text{-}S(O)_{0-2}\text{-}(CH_2)_2-$, or $CH_2CH(N\text{-loweralkyl})(CH_2)_2CHCH_2-$;

one of R^6 and R^7 is H and the other is H, OH, or $N(CH_2)_{1-6}R^{14}R^{15}$; or

R^6 and R^7 taken together are  , with the proviso that when R^1 is -OH and R^2 is -H, R^6 and R^7 are not -H and -OH or when taken together are not  ;

R^8 is H, $COOR^9$, $CONHR^{10}$, $CSNHR^{11}$, COR^{12}, SO_2R^{13}, lower alkyl, aryl lower alkyl, heteroaryl, or heteroaryl lower alkyl, wherein aryl is optionally substituted with 1-3 substituents selected from lower alkyl, lower alkoxy, halo, CN, NH_2, COOH, $CONH_2$, carboalkoxy, and mono- or di-lower alkylamino and wherein heteroaryl is a mono- or

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bicyclic heteroaromatic ring system of 5 to 10 members including 1 to 3 heteroatoms selected from O, N, and S and 0-3 substituents selected from halo, amino, cyano, lower alkyl, carboalkoxy, $CONH_2$, and S-lower alkyl;

R^9 is lower alkyl, aryl, aryl lower alkyl, heteroaryl, aryl substituted by 1-3 substituents selected from alkyl, alkenyl, alkoxy, methylene dioxy, and halo, or a 5- to 6-membered heterocyclic ring wherein the hetero atom is O or N, wherein heteroaryl is a heteroaromatic ring of 5 to 6 members including 1 to 2 heteroatoms selected from O, N, and S and 0-2 substituents selected from lower alkyl, dialkylamino, lower alkoxy, and halo,

R^{10} and R^{11} are each independently lower alkyl, aryl, aryl lower alkyl, or aryl substituted by 1-3 substituents selected from lower alkyl, halo, alkoxy and haloalkyl;

R^{12} is lower alkyl, aryl, heteroaryl, aryl lower alkyl, heteroaryl lower alkyl, a 5- or 6-membered heterocyclic ring containing 1-2 heteroatoms selected from O, S, and N **, a 5- or 6-membered heterocyclic ring containing 1-2 heteroatoms selected from O, S and –** lower alkyl, or aryl substituted with 1-3 substituents selected from lower alkyl, alkoxy, halo, sulfamoyl, lower alkyl sulfamoyl, cyano, and phenyl;

R^{13} is lower alkyl, aryl, or aryl substituted with 1-3 substituents selected from lower alkyl, alkoxy, halo, CN, and haloalkyl;

R^{14} is H; | alkyl |; alkyl substituted by 1-3 alkoxy, | S-, loweralkyl | **S-loweralkyl** , sulfamoyl, halo, alkylsulphonamido, or arylsulphonamido; alkenyl; alkynyl; aryl; substituted aryl; heteroaryl; substituted heteroaryl; heterocycloalkyl; $-CH_2NR^{16}C(O)R^{16}$; $-C(O)NR^{16}R^{16}$; $-CH_2OC(O)R^{16}$; or $-CH_2SC(O)R^{16}$;

R^{15} is H, alkyl, -C(O)X, -C(S)X, or $-C(NCN)NR^3R^3$;

R^{16} is lower alkyl, substituted lower alkyl, aryl, or substituted aryl;

R^{17} is H; | alkyl; | alkyl substituted by 1-3 alkoxy, | S-, loweralkyl | **S-loweralkyl** , sulfamoyl, halo, alkylsulphonamido, or arylsulphonamido; alkenyl; alkynyl; aryl; substituted aryl;

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heteroaryl; substituted heteroaryl; heterocycloalkyl; | heterocycloalkyl; diphenylmethyl; | -$CH_2NR^{16}C(O)R^{16}$; -$C(O)NR^{16}R^{16}$; -$CH_2OC(O)R^{16}$; or -$CH_2SC(O)R^{16}$;

| R^{16} is H or -$(CH_2)_{0-5}R^{17}$ |;

X is alkyl, aryl, arylalkyl, O-loweralkyl, or -NR^3R^3;

Z is -$(CH_2)_{1-6}$-, optionally substituted with 1-3 lower alkyl; -CHR^2-; -Phe-CH_2-, where Phe is optionally mono-substituted with halogen, lower alkyl, or alkoxy; or heteroarylene-(CH_2)-;

m is 2 or 3;

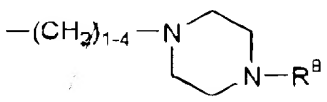
n is 4-9;

or a pharmaceutically acceptable salt thereof.

7. (once amended) A compound of claim 4 wherein:

R^1 is OH, $OCH_2C(O)NH(CH_2)_{1-6}R^{17}$, or OCH_2-4-Phe-$C(O)NH(CH_2)_{1-6}R^{17}$;

| R^2 is H or lower alkyl; |

R^4 and R^5 are each lower alkyl | or  | ; or

R^4 and R^5 taken together are -$(CH_2)_5$-, -$(CH_2)_2$-O-$(CH_2)_2$-, -$(CH_2)_2$-NR^8-$(CH_2)_2$-, -$(CH_2)_2$-$CH(NHR^8)(CH_2)_2$-, -$(CH_2)_2$-S-$(CH_2)_2$-, or $CH_2CH(NCH_3)(CH_2)_2CHCH_2$- ;

R^6/R^7 are H/OH; =O, or -$S(CH_2)_2S$-;

R^8 is H, $COOR^9$, $CONHR^{10}$, $CSNHR^{11}$, COR^{12}, SO_2R^{13}, lower alkyl, aryl lower alkyl, heteroaryl wherein the ring members include 1 to 3 N atoms and the substituents are halo or amino, heteroaryl lower alkyl wherein heteroaryl is 6-membered and the heteroatoms are N, or aryl lower alkyl substituted with 1 substituent selected from lower alkyl, alkoxy, and halo;

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R^9 is lower alkyl, aryl lower alkyl, aryl, tetrahydrofuranyl, tetrahydropyranyl, or aryl substituted by 1 to 2 substituents selected from lower alkyl, alkenyl, alkoxy, methylene dioxy, and halo;

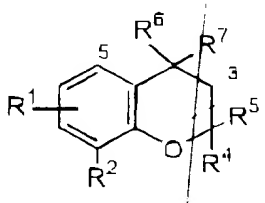
R^{10} and R^{11} are each independently aryl, aryl lower alkyl, or aryl substituted by 1 substituent selected from lower alkyl, halo, alkoxy, trifluoromethyl, and pentafluoroethyl;

R^{12} is lower alkyl, aryl, aryl lower alkyl, heteroaryl lower alkyl wherein the heteroatoms are N, a 5- or 6-membered heterocyclic ring containing 1-2 heteroatoms selected from S and N lower alkyl, or aryl substituted with 1 substituent selected from lower alkyl, alkoxy, halo, sulfamoyl, cyano, or phenyl;

R^{13} is lower alkyl, aryl, or aryl substituted with 1 substituent selected from lower alkyl, alkoxy, and halo;

or a pharmaceutically acceptable salt thereof.

10. (once amended) A compound of claim 1 of the formula:



IIa

wherein:

R^1 is ~~[6-or 7-$OCH_2C(O)NHCHR^{18}(CH_2)_{0-5}R^{17}$, 6-or 7-$OCH_2$-4-Phe-C(O)$NHCHR_{18}(CH_2)_{0-5}R^{17}$]~~ **6- or 7-$OCH_2C(O)NH(CH_2)_{1-6}R^{17}$ or 6- or 7-OCH_2-4-Phe-C(O)$NH(CH_2)_{1-6}R^{17}$** when R_2 is H,

R^1 is ~~[7-$OCH_2C(O)NHCHR^{18}(CH_2)_{0-5}R^{17}$, or 7-$OCH_2$-4-Phe-C(O)$NHCHR_{18}(CH_2)_{0-5}R^{17}$]~~ **7-$OCH_2C(O)NH(CH_2)_{1-6}R^{17}$ or 7-OCH_2-4-Phe-C(O)$NH(CH_2)_{1-6}R^{17}$** when R^2 is CH_3;

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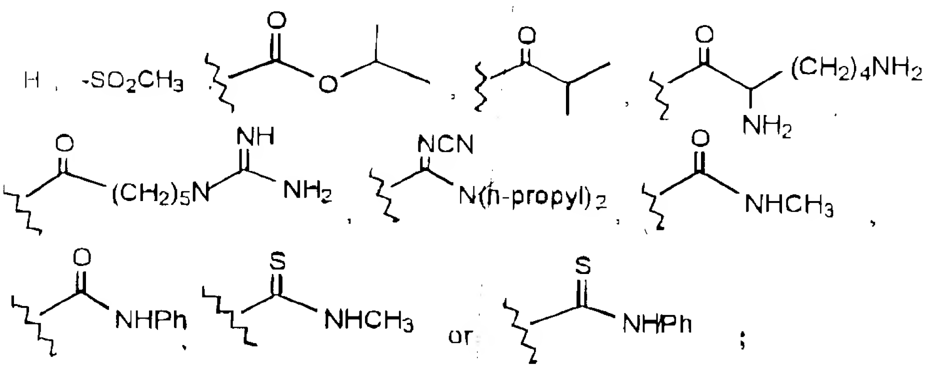
R^4 and R^5 are each methyl; or R^4 and R^5 taken together are $-(CH_2)_5-$, $-(CH_2)_2-O-(CH_2)_2-$, $-(CH_2)_2-NR^x-(CH_2)_2-$, $-(CH_2)_2-CH(NHR^x)(CH_2)_2-$, $-(CH_2)_2-S-(CH_2)_2-$, or $-CH_2CH(NCH_3)(CH_2)_2CHCH_2-$; or R^4 is methyl and R^5 is $-CH_2OCH_3$ or $-(CH_2)_3N(Et)_2$,

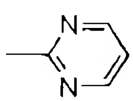
one of R^6 and R^7 is H and the other is OH; or R^6 and R^7 taken together are =O or $-S(CH_2)_2S-$; or one of R^6 and R^7 is H and the other is NAB, where A is methyl, 2-methoxyethyl, 2-phenylethyl, 4-methoxybenzyl, 2-tetrahydro-furanylmethyl, 2-(3,4-dimethoxyphenyl)ethyl, or 2,2-diphenylethyl and

B is



;

R^x is H, $CONHCH_3$, SO_2Phe, $(CH_2)_3CH_3$, $CO(CH_2)_2CH_3$, benzyl, $C(O)-(4-Phe)-SO_2NH_2$, or



;

$(CH_2)_{1-6}R^{14}$ is methyl, n-butyl, 3-methoxy-n-propyl, CH_2-c-propyl, or $-(CH_2)_{1-3}$-phenyl; and
$(CH_2)_{1-6}R^{17}$ is methyl, 2-methoxyethyl, 2-phenylethyl, 4-methoxybenzyl, methyl-2-tetrahydrofuranyl, 2-(3,4-dimethoxyphenyl)ethyl, or 2,2-diphenylethyl;
or a pharmaceutically acceptable salt thereof.

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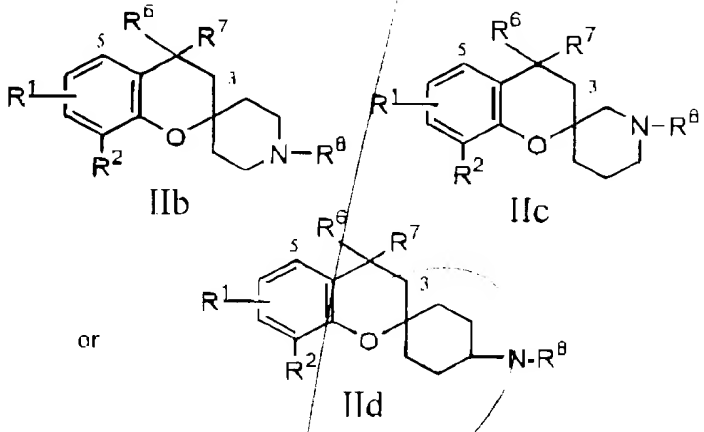
11. A compound of claim 4 of the formula IIb, IIc, or IId:



wherein

R^1 is 6- or 7-OH, | 6- or 7-$OCH_2C(O)NHCHR^{18}(CH_2)_{0-5}R^{17}$, or

6- or 7-OCH_2-4-Phe-$C(O)NHCHR^{18}(CH_2)_{0-5}R^{17}$ | **6- or 7-$OCH_2C(O)NH(CH_2)_{1-6}R^{17}$ or**

6- or 7-OCH_2-4-Phe-$C(O)NH(CH_2)_{1-6}R^{17}$;

R^2 is H or CH_3;

R^8 is -CO-Phe-p-SO_2NH_2; and

R^6 and R^7 together are =O or -SCH_2CH_2S-.

Claim 14, delete first table entry wherein:

R^1 is	R^2 is	R^4/R^5 is	R^6 is	R^7 is	R^8 is
6-OH	H	-$(CH_2)_2NR^8(CH_2)_2$-	OH	H	-CONH-Ph-4-CF_3